

CHAPMAN AND CUTLER

Theodore S. Chapman  
1877-1943  
Henry E. Cutler  
1879-1959

111 West Monroe Street, Chicago, Illinois 60603-4080  
TWX 910-221-2103 Telex 206281  
FAX (312) 701-2361  
Telephone (312) 845-3000

2 North Central Avenue  
Phoenix, Arizona 85004  
(602) 256-4060

50 South Main Street  
Salt Lake City, Utah 84144  
(801) 533-0066

December 15, 1999

RECORDATION NO. 22607-A/B/C/D/E FILED

DEC 15 '99 1:15 PM

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W. Room 704  
Washington, DC 20423-0001

Re: Union Pacific Railroad Company  
Leveraged Lease Locomotive Financing  
UPRR 1999 B-1

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of each of the primary documents and the secondary document described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The primary documents are as follows:

- (1) Memorandum of Lease Agreement (UPRR 1999 B-1), dated December 16, 1999, between TREBON Verwaltungsgesellschaft mbH & Co. Vermietungs KG., as lessor (the "*Lessor*"), and Union Pacific Railroad Company, as lessee (the "*Lessee*");
- (2) Memorandum of First Mortgage (UPRR 1999 B-1), dated December 16, 1999, between the Lessor, as mortgagor (the "*Mortgagor*"), the Lessee and First Security Bank, National Association, as security trustee (the "*Security Trustee*");
- (3) Memorandum of Trust Indenture and Security Agreement (UPRR 1999 B-2), dated December 16, 1999, between the Lessee and the Security Trustee;
- (4) Memorandum of Lessee Mortgage Agreement (UPRR 1999 B-1), dated December 16, 1999, between the Lessor and the Lessee; and
- (5) Memorandum of Lessor Security Agreement (UPRR 1999 B-1), dated December 16, 1999, between the Lessor, the Lessee and the Security Trustee.

RECORDATION NO. 22607-B FILED

DEC 15 '99 1:15 PM

**MEMORANDUM OF TRUST INDENTURE, MORTGAGE AND SECURITY AGREEMENT  
(UPRR 1999 B-1)**

Memorandum of Trust Indenture, Mortgage and Security Agreement, made and entered into on December 16, 1999 by and between Union Pacific Railroad Company, a Delaware corporation ("*Borrower*"), and First Security Bank, National Association, a national banking association, as indenture trustee ("*Indenture Trustee*").

**WITNESSETH:**

The undersigned have entered into that certain Trust Indenture, Mortgage and Security Agreement (UPRR 1999 B-1) (the "*Mortgage*"), dated December 16, 1999, by which the Borrower has granted a security interest in certain locomotives bearing road numbers as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Borrower's performance of its obligations as described in the Mortgage.

\* \* \*

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

UNION PACIFIC RAILROAD COMPANY

By John B. Larsen

Name: John B. Larsen

Title: Assistant Treasurer

Executed on this 10<sup>th</sup> day of December, 1999.

FIRST SECURITY BANK, NATIONAL  
ASSOCIATION

By \_\_\_\_\_

Name:

Title:

Executed on this \_\_\_\_ day of December, 1999.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

UNION PACIFIC RAILROAD COMPANY

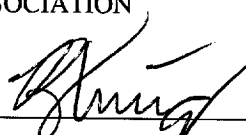
By \_\_\_\_\_

Name: John B. Larsen

Title: Assistant Treasurer

Executed on this \_\_\_\_ day of December, 1999.

FIRST SECURITY BANK, NATIONAL  
ASSOCIATION

By  \_\_\_\_\_

Name: **Brett R. Kling**

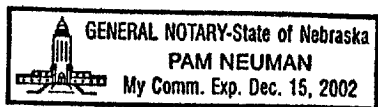
Title: **Vice President**

Executed on this 10<sup>th</sup> day of December, 1999.

STATE OF Nebraska )  
 )  
COUNTY OF Douglas ) SS.:

On this, the 10<sup>th</sup> day of December, 1999, before me, a Notary Public in and for said County and State, personally appeared John B. Larsen, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on December 10, 1999 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Pam Neuman  
Name: Pam Neuman  
Notary Public  
My Commission Expires: 12-15-02  
Residing in Omaha, NE

STATE OF \_\_\_\_\_ )  
 )  
COUNTY OF \_\_\_\_\_ ) SS.:

On this, the \_\_\_\_ day of December, 1999, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of FIRST SECURITY BANK, NATIONAL ASSOCIATION, that said instrument was signed on December \_\_, 1999 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 )  
COUNTY OF \_\_\_\_\_ ) SS.:

On this, the \_\_\_\_ day of December, 1999, before me, a Notary Public in and for said County and State, personally appeared John B. Larsen, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on December \_\_, 1999 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

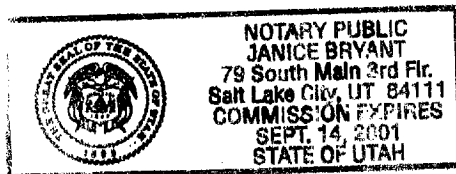
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF UTAH )  
 )  
COUNTY OF SALT LAKE ) SS.:

On this, the 10<sup>th</sup> day of December, 1999, before me, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that (s)he is the Vice President of FIRST SECURITY BANK, NATIONAL ASSOCIATION, that said instrument was signed on December 10, 1999 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Janice Bryant  
Name: **Janice Bryant**  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD9043M-AC Diesel Electric Locomotives	14	8288 through 8301, inclusive
General Motors Corporation (Electro-Motive Division) Model SD9060M-AC Diesel Electric Locomotives	1	8501